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**Researching Services**

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RECORDATION NO. 20418 FILED 1225  
DEC 23 1996 -9 50 AM

December 23, 1996

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Lease Agreement dated 9/24/96 between the following parties:

Lessor: Southern Illinois Railcar Company, L.L.C.  
One Mark Twain Bank Plaza, #225  
Edwardsville, IL 62025

Lessee: Imperial Holly Corporation  
Sugar Land, TX

The equipment included in this transaction is as follows:

Equipment: 101, Covered Hoppers  
See Exhibit A for Car Numbers

Please record this agreement as a primary document. The filing fee of \$22 is enclosed.

Thank you for your assistance.

Sincerely,

*Mary Ann Oster*

Mary Ann Oster  
Research Consultant

Enclosures

*County Part - 1/1/97*

20411  
2 1996

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (this "Memorandum") dated as of September 24, 1996, is made by and between SOUTHERN ILLINOIS RAILCAR COMPANY, L.L.C., an Illinois limited liability company, with its chief executive office and principal place of business at One Mark Twain Bank Plaza, Suite 225, Edwardsville, Illinois 62025 ("LLC"), and Imperial Holly Corporation, a Texas corporation, with an office at Sugar Land, TX ("Lessee")

LLC and Imperial Holly Corporation hereby state the following

1. LLC, as lessor, and Imperial Holly Corporation, as lessee, are parties to that certain Railcar Lease Agreement dated as of July 9, 1996, pursuant to which LLC agreed to lease covered hopper or other types of railcars (collectively, the "Leased Railcars") to Lessee (the "Lease"). The Leased Railcars shall be delivered to Lessee from time to time, and this Memorandum may be supplemented to identify the Leased Railcars on or about the time or times of delivery thereof

2 The term of the Lease shall commence on the first day of the month following the month in which the last Leased Railcar is delivered and accepted by Lessee and shall expire five (5) years thereafter

3. As of September 24, 1996, the Leased Railcars consist of the covered hopper or other types of railcars set forth on Exhibit A attached hereto

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written

WITNESS

*Michelle Hendrick*

SOUTHERN ILLINOIS RAILCAR  
COMPANY, L.L.C.

By

*Fred L. Parsons*  
Fred L. Parsons, Manager

By

*Eugenia M. Parsons*  
Eugenia M. Parsons, Manager

By

*Gary J. Goodman*  
Gary J. Goodman, Manager

(Signature page of MEMORANDUM OF LEASE by and between SOUTHERN ILLINOIS  
RAILCAR COMPANY, L L C and Imperial Holly Corporation)

WITNESS.

LESSEE: Imperial Holly Corporation

W. F. Schuer

By

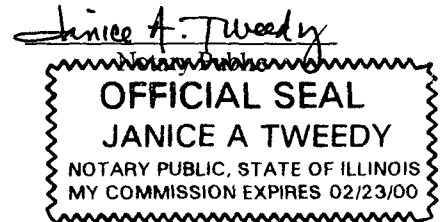
Robert Clark

STATE OF ILLINOIS     )  
  )     SS  
COUNTY OF MADISON)

On this 25<sup>th</sup> day of September, 1996, before me, a Notary Public of the County and State aforesaid, personally appeared Fred L. Parsons, to me personally known, who being by me duly sworn, says that he is a manager of Southern Illinois Railcar Company, L L C , an Illinois limited liability company, that said instrument was signed on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company

AS WITNESS my hand and notarial seal

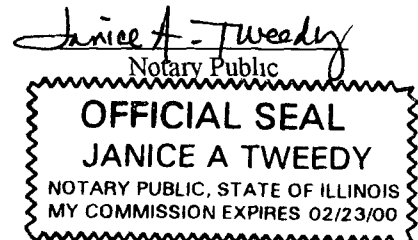
STATE OF ILLINOIS     )  
  )     SS  
COUNTY OF MADISON)



On this 25<sup>th</sup> day of September, 1996, before me, a Notary Public of the County and State aforesaid, personally appeared Eugenia M<sup>1</sup> Parsons, to me personally known, who being by me duly sworn, says that she is a manager of Southern Illinois Railcar Company, L L C , an Illinois limited liability company, that said instrument was signed on behalf of said company by authority of its managers, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said company

AS WITNESS my hand and notarial seal

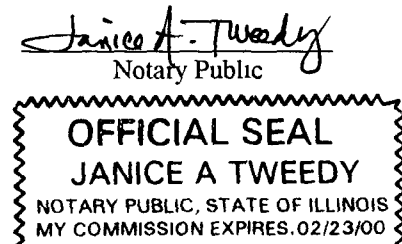
STATE OF ILLINOIS     )  
  )     SS  
COUNTY OF MADISON)



On this 25<sup>th</sup> day of September, 1996, before me, a Notary Public of the County and State aforesaid, personally appeared Gary J Goodman, to me personally known, who being by me duly sworn, says that he is a manager of Southern Illinois Railcar Company, L L C , an Illinois limited liability company, that said instrument was signed on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company

AS WITNESS my hand and notarial seal

STATE OF \_\_\_\_\_ )  
  )     SS  
COUNTY OF \_\_\_\_\_ )



On this \_\_\_\_\_ day of \_\_\_\_\_, 199\_, before me, a Notary Public of the County and State aforesaid, personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of \_\_\_\_\_, a \_\_\_\_\_ corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation

AS WITNESS my hand and notarial seal

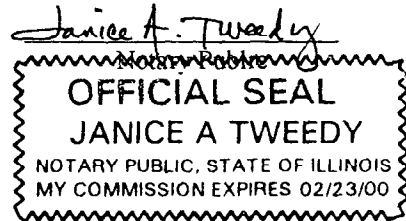
\_\_\_\_\_  
Notary Public

STATE OF ILLINOIS )  
) SS  
COUNTY OF MADISON )

On this 25<sup>th</sup> day of September, 1996, before me, a Notary Public of the County and State aforesaid, personally appeared Fred L. Parsons, to me personally known, who being by me duly sworn, says that he is a manager of Southern Illinois Railcar Company, L L C , an Illinois limited liability company, that said instrument was signed on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company

AS WITNESS my hand and notarial seal

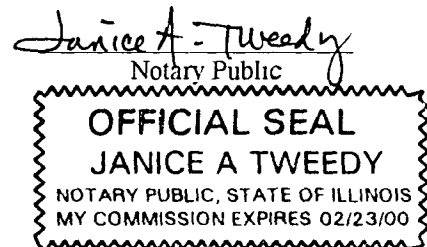
STATE OF ILLINOIS )  
) SS  
COUNTY OF MADISON )



On this 25<sup>th</sup> day of September, 1996, before me, a Notary Public of the County and State aforesaid, personally appeared Eugenia M. Parsons, to me personally known, who being by me duly sworn, says that she is a manager of Southern Illinois Railcar Company, L L C., an Illinois limited liability company, that said instrument was signed on behalf of said company by authority of its managers, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said company

AS WITNESS my hand and notarial seal

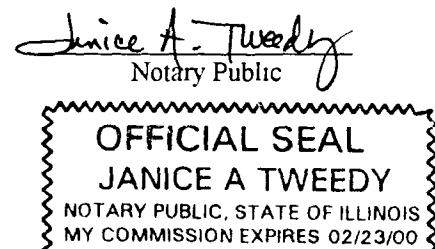
STATE OF ILLINOIS )  
) SS  
COUNTY OF MADISON )



On this 25<sup>th</sup> day of September, 1996, before me, a Notary Public of the County and State aforesaid, personally appeared Gary J. Goodman, to me personally known, who being by me duly sworn, says that he is a manager of Southern Illinois Railcar Company, L L C , an Illinois limited liability company, that said instrument was signed on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company

AS WITNESS my hand and notarial seal

STATE OF TEXAS )  
) SS  
COUNTY OF FT. BEND )



On this 16<sup>th</sup> day of October, 1996, before me a Notary Public of the County and State aforesaid, personally appeared Peter C. Carrothers, to me personally known, who being by me duly sworn, says that he is the SRVP - Operations of Imperial Holly Corp., a Texas corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation

AS WITNESS my hand and notarial seal

Susan DiMucci  
Notary Public



**Exhibit A to the Memorandum of Lease Agreement  
Between Southern Illinois Railcar Company, L.L.C.  
and Imperial Holly Corporation**

**101 Covered Hopper Railcars Bearing Reporting Marks and Numbers as Follows:**

SIRX400223	SIRX400277	SIRX400338	SIRX400370
SIRX400228	SIRX400283	SIRX400339	SIRX400371
SIRX400230	SIRX400284	SIRX400341	SIRX400372
SIRX400232	SIRX400287	SIRX400342	SIRX442795
SIRX400233	SIRX400290	SIRX400343	SIRX442801
SIRX400239	SIRX400293	SIRX400345	SIRX442809
SIRX400240	SIRX400294	SIRX400346	SIRX442810
SIRX400242	SIRX400295	SIRX400348	SIRX442811
SIRX400243	SIRX400296	SIRX400349	SIRX442812
SIRX400244	SIRX400300	SIRX400352	SIRX442813
SIRX400245	SIRX400302	SIRX400353	SIRX442814
SIRX400248	SIRX400303	SIRX400354	SIRX442815
SIRX400249	SIRX400312	SIRX400355	SIRX442816
SIRX400251	SIRX400314	SIRX400356	SIRX442817
SIRX400253	SIRX400322	SIRX400357	SIRX442818
SIRX400257	SIRX400323	SIRX400358	SIRX442819
SIRX400260	SIRX400324	SIRX400359	SIRX442820
SIRX400263	SIRX400326	SIRX400360	SIRX442821
SIRX400265	SIRX400327	SIRX400361	SIRX442822
SIRX400266	SIRX400328	SIRX400362	SIRX442823
SIRX400269	SIRX400330	SIRX400363	SIRX442824
SIRX400270	SIRX400332	SIRX400365	SIRX442825
SIRX400271	SIRX400334	SIRX400366	SIRX442826
SIRX400272	SIRX400335	SIRX400367	
SIRX400274	SIRX400336	SIRX400368	
SIRX400275	SIRX400337	SIRX400369	